

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

October 16, 2006

RECORDATION NO. 26625-A FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

OCT 17 '06 1-05 PM
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are:

- (2) Three (3) originals and two (2) photocopies of a Memorandum of Full Service Railcar Lease for Schedule No. 02 dated as of October 12, 2006, effective as of August 1, 2006, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: BNSF Railway Company
2650 Lou Menk Drive, 1st Floor
Fort Worth, TX 76131-2830

Descriptions of the railroad equipment covered by the enclosed documents, respectively, are:

- (2) Two hundred sixty-seven (267) newly built, 5,188 cubic foot, 286,000 GRL, through-sill covered hopper railcars marked and numbered BNSF 484133 through BNSF 484399, inclusive.

Mr. Vernon A. Williams

October 16, 2006

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Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Short summaries of the enclosed primary documents to appear in the Board's Index are, respectively:

- (2) Memorandum of Full Service Railcar Lease for Schedule No. 02 dated as of October 12, 2006, effective as of August 1, 2006, to Master Full Service Railcar Lease dated as of October 12, 2006, effective as of June 1, 2006, between Greenbrier Leasing Company LLC, Lessor, and BNSF Railway Company, Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,



Gretchen M. Brask
Senior Staff Attorney

GMB:scg
Enclosures

cc: Robert W. Alvord, Esq.

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

1-05 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 12th day of October, 2006, to that certain Master Full Service Railcar Lease and Schedule No. 02 thereto as of the same date, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (the "Lessor") and BNSF RAILWAY COMPANY, a Delaware corporation (the "Lessee" and together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties have entered into that certain Master Full Service Railcar Lease dated as of October 12, 2006 and effective as of June 1, 2006, and that certain Schedule No. 02 thereto dated as of October 12, 2006 and effective as of August 1, 2006 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the day and year first above written.

GREENBRIER LEASING COMPANY LLC, as Lessor

By: Norris M. Webb

Name: Norris M. Webb

Title: Executive Vice President

BNSF RAILWAY COMPANY, as Lessee

By: F. G. Draper

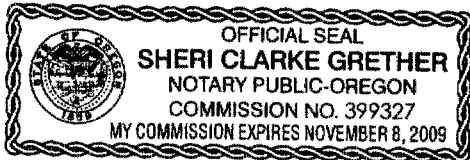
Name: **F. G. DRAPER**

Title: **VP Business Unit Operations**

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STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 16th day of October, 2006, before me personally appeared Norris M. Webb, to me personally known, who being by me duly sworn, says that s/he is the Executive Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was ~~her~~ or his free act and deed.

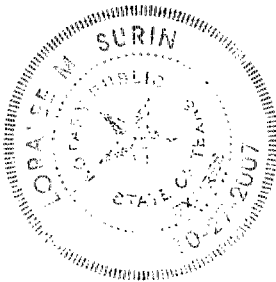


Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: 11-8-2009

STATE OF TEXAS)
) ss.
COUNTY OF TARRANT)

On this 13th day of October, 2006, before me personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the **VP Business Unit Operations** of BNSF Railway Company and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

F. G. DRAPER



Loralee M. Surin
NOTARY PUBLIC
My commission expires: _____

EXHIBIT A

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
Two Hundred Sixty-Seven (267)	Newly built, 5,188 cubic foot, 286,000 GRL, through-sill covered hopper railcars.	BNSF 484133 through BNSF 484399, inclusive.